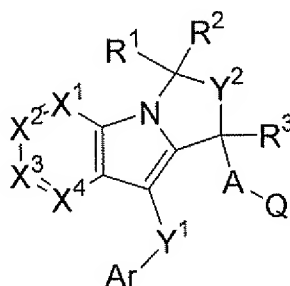


Amendment to the Claims:

Please amend Claims 1, 6, 15 and 20, and cancel Claims 3, 7 and 22-26 as follows.

Listing of Claims:

1. (Currently Amended) A compound having the formula I



I

and pharmaceutically acceptable salts and hydrates thereof, wherein:

A is selected from C₁₋₃alkyl optionally substituted with one to four halogen atoms, O(CH₂)₁₋₂, and S(CH₂)₁₋₂;

Ar is aryl or heteroaryl each optionally substituted with one to four groups independently selected from R_g selected from phenyl, 2-, 3-, 4-chlorophenyl, 2-, 3-, 4-bromophenyl, 2-, 3-, 4-fluorophenyl, 3,4-dichlorophenyl, 2,3-dichlorophenyl, 2,4-dichlorophenyl, 2,5-dichlorophenyl, 2,6-dichlorophenyl, 3,5-dichlorophenyl, 3-chloro-4-fluorophenyl, 2-chloro-4-fluorophenyl, 4-chloro-2-fluorophenyl, 2-cyanophenyl, 4-methylphenyl, 4-isopropylphenyl, 4-trifluoromethylphenyl, biphenyl, naphthyl, 3-methoxyphenyl, 3-carboxyphenyl, 2-carboxamidophenyl, 4-methoxyphenyl, 3-phenoxyphenyl, 4-(4-pyridyl)phenyl, 4-methylsulfonylphenyl, 3-dimethylaminophenyl, 5-tetrazolyl, 1-methyl-5-tetrazolyl, 2-methyl-5-tetrazolyl, 2-benzothienyl, 2-benzofuranyl, 2-indolyl, 2-quinolinyl, 7-quinolinyl, 2-benzothiazolyl, 2-benzimidazolyl, 1-benzotriazolyl, 2-furanyl, 3-furanyl, 2-imidazolyl, 5-imidazolyl, 5-isoxazolyl, 4-isoxazolyl, 4-isothiazolyl, 1,2,4-oxadiazol-5-yl, 2-oxazolyl, 4-oxazolyl, 4-pyrazolyl, 5-pyrazolyl, 2-pyridyl, 3-pyridyl, 2-pyrazinyl, 5-pyrimidinyl, 2-pyrrolyl, 4-thiazolyl, 1,2,4-thiadiazol-3-yl, 1,2,5-thiadiazol-4-yl, 1,2,3-thiadiazol-4-yl, 1,2,5-oxadiazol-4-yl, 1,2,3-oxadiazol-4-yl, 1,2,4-triazol-5-yl, 1,2,3-triazol-4-yl, 3-thienyl, 1,2,4-triazol-5-yl, pyrrolo-pyridine, furo[3,2-b]pyridin-2-yl, thieno[2,3-b]pyridin-2-yl, 5(H)-2-oxo-4-furanyl, 5(H)-2-oxo-5-furanyl, (1H,4H)-5-oxo-1,2,4-triazol-3-yl, 4-oxo-2-benzopyranyl;

Q is COOH,

one of X^1 , X^2 , or X^3 or X^4 is nitrogen and the others are independently selected from CH and C-Rg and Rg is selected from 1) C₁₋₆alkyl optionally substituted with one to eight groups independently selected from aryl, heteroaryl, halogen, NR^aR^b, C(O)R^a, C(OR^a)R^aR^b, SR^a and OR^a, wherein aryl, heteroaryl and alkyl are each optionally substituted with one to six groups independently selected from halogen, CF₃, and COOH; or 2) S(O)_nC₁₋₆alkyl, wherein alkyl is optionally substituted with one to six substituents selected from halogen, aryl, heteroaryl, OH, and OC(O)R^a;

X^2 is CH;

X^4 is CH or C-Rg, where Rg is selected from 1) C₁₋₆alkyl optionally substituted with OR^a or 2) S(O)_nC₁₋₆alkyl;

Y¹ is S;

Y² is selected from (CR^dRe)_m and CR^d=CR^e;

R¹ is selected from H, CN, OR^a, S(O)_nC₁₋₆alkyl and C₁₋₆alkyl optionally substituted with one to six groups independently selected from halogen, OR^a and S(O)_nC₁₋₆alkyl;

R² is selected from H and C₁₋₆alkyl optionally substituted with one to six halogen; or

R³ is selected from H and C₁₋₆alkyl optionally substituted with one to six groups independently selected from OR^a and halogen;

R^a and R^b are is independently selected from H; and C₁₋₁₀alkyl, C₂₋₁₀alkenyl, C₂₋₁₀alkynyl, Cy and Cy-C₁₋₁₀alkyl, wherein said alkyl, alkenyl, alkynyl and Cy are optionally substituted with one to six substituents independently selected from halogen, amino, carboxy, C₁₋₄alkyl, C₁₋₄alkoxy, aryl, heteroaryl, aryl-C₁₋₄alkyl, hydroxy, CF₃, OC(O)C₁₋₄alkyl, OC(O)NRⁱR^j, and aryloxy; or

R^c is selected from C₁₋₆alkyl optionally substituted with one to six halogen, aryl and heteroaryl, wherein said aryl and heteroaryl are optionally substituted with one to three groups selected from halogen, OC₁₋₆alkyl, O-haloC₁₋₆alkyl, C₁₋₆alkyl and haloC₁₋₆alkyl;

R^d and R^e are independently H, halogen, aryl, heteroaryl, C₁₋₆alkyl or haloC₁₋₆alkyl;

R^f is selected from H, C₁₋₆alkyl, haloC₁₋₆alkyl, Cy, C(O)C₁₋₆alkyl, C(O)haloC₁₋₆alkyl, and C(O)-Cy;

Rg is selected from

(1) — halogen;

(2) — CN;

- (3) — C_{1-6} alkyl optionally substituted with one to eight groups independently selected from aryl, heteroaryl, halogen, NR^aR^b , $C(O)R^a$, $C(OR^a)R^aR^b$, SR^a and OR^a , wherein aryl, heteroaryl and alkyl are each optionally substituted with one to six groups independently selected from halogen, CF_3 , and $COOH$;
- (4) — C_{2-6} alkenyl optionally substituted with one to six groups independently selected from halogen and OR^a ;
- (5) — Cy
- (6) — $C(O)R^a$;
- (7) — $C(O)OR^a$;
- (8) — $CONR^aR^b$;
- (9) — $OCN^aR^aR^b$;
- (10) — OC_{1-6} alkyl, wherein alkyl is optionally substituted with one to six substituents selected from halogen, aryl, heteroaryl, OH and $OC(O)R^a$;
- (11) — O-Cy;
- (12) — $S(O)_n C_{1-6}$ alkyl, wherein alkyl is optionally substituted with one to six substituents selected from halogen, aryl, heteroaryl, OH, and $OC(O)R^a$;
- (13) — $S(O)_n$ -Cy;
- (14) — $NR^a S(O)_n R^b$;
- (15) — $NR^a R^b$;
- (16) — $NR^a C(O)R^b$;
- (17) — $NR^a C(O)OR^b$;
- (18) — $NR^a C(O)NR^a R^b$;
- (19) — $S(O)_n NR^a R^b$;
- (20) — NO_2 ;
- (21) — C_{5-8} cycloalkenyl;

wherein Cy is optionally substituted with one to eight groups independently selected from halogen, $C(O)R^a$, OR^a , C_{1-3} alkyl, aryl, heteroaryl and CF_3 ;

R^i and R^j are independently selected from hydrogen, C_{1-10} alkyl, Cy and Cy- C_{1-10} alkyl; or

R^i and R^j together with the nitrogen atom to which they are attached form a ring of 5 to 7 members containing 0-2 additional heteroatoms independently selected from oxygen, sulfur and N- R^f ;

Cy is selected from heterocyclyl, aryl, and heteroaryl;

m is 1 or 2; and

n is 0, 1 or 2.

2. (Original) A compound of Claim 1 wherein A-Q is $\text{CH}_2\text{CO}_2\text{H}$.

3. (Canceled)

4. (Canceled)

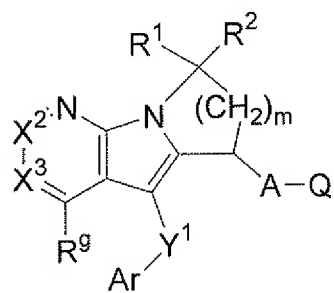
5. (Canceled)

6. (Currently Amended) A compound of Claim 1 wherein one of X^1 , X^2 and X^3 is nitrogen and the other is ~~others are~~ CH , X^2 is CH , and X^4 is $\text{C-S(O)}_n\text{-C}_{1-6}\text{alkyl}$ or $\text{C-C}_{1-6}\text{alkyl}$ optionally substituted with OR^a .

7. (Canceled)

8. (Original) A compound of Claim 1 wherein Y^2 is selected from CH_2 and CH_2CH_2 .

9. (Original) A compound of Claim 1 represented by the formula Ia:



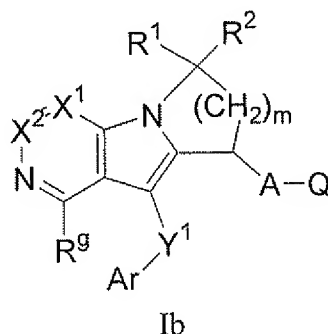
Ia

wherein X^2 and X^3 are independently CH or C-Rg , A, Ar, Q, Y^1 , R^1 , R^2 , m and Rg are as defined in Claim 1.

10. (Original) A compound of Claim 9 wherein X^2 and X^3 are each CH , R^1 and R^2 are each H, and A-Q is $\text{CH}_2\text{CO}_2\text{H}$.

11. (Original) A compound of Claim 9 wherein Y^1 -Ar is S-phenyl optionally substituted with 1 or 2 groups independently selected from halogen, C_{1-6} alkyl and trifluoromethyl.

12. (Original) A compound of Claim 1 represented by the formula Ib:

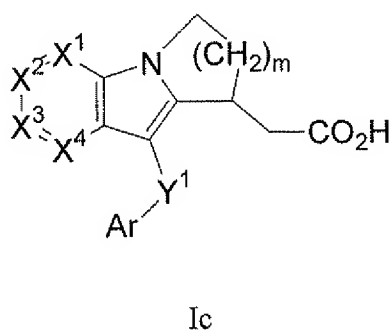


wherein X^1 and X^2 are independently CH or C- R_g , A, Ar, Q, Y^1 , R^1 , R^2 , m and R_g are as defined in Claim 1.

13. (Original) A compound of Claim 12 wherein X^1 and X^2 are each CH, R^1 and R^2 are each H, and A-Q is CH_2CO_2H .

14. (Original) A compound of Claim 13 wherein Y^1 -Ar is S-phenyl optionally substituted with 1 or 2 groups independently selected from halogen, C_{1-6} alkyl and trifluoromethyl.

15. (Currently Amended) A compound of Claim 1 represented by the formula Ic:



wherein one of X^1 , X^2 and X^3 is N and the others are each is CH, X^4 is CH, X^4 is CRG, m is 1 or 2, and Ar, Y^1 and m are as defined in Claim 1.

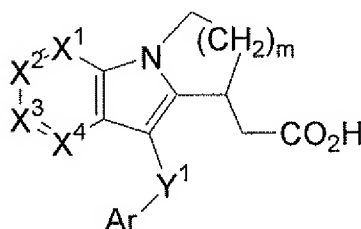
16. (Original) A compound of Claim 15 wherein Ar is phenyl optionally substituted with 1 or 2 groups independently selected from halogen, C_{1-3} alkyl and trifluoromethyl.

17. (Canceled)

18. (Original) A compound of Claim 15 wherein X^4 is selected from $C-S(O)_n-C_{1-6}$ alkyl and $C-C_{1-6}$ alkyl optionally substituted with OR^a .

19. (Previously Presented) A compound of Claim 15 wherein Y^1 -Ar is S-phenyl optionally substituted with 1 or 2 groups independently selected from halogen, C_{1-6} alkyl and trifluoromethyl; X^1 and X^2 are each CH, X^3 is N, m is 1 or 2, and X^4 is $C-SO_2-C_{1-6}$ alkyl or $C-C_{1-6}$ alkyl.

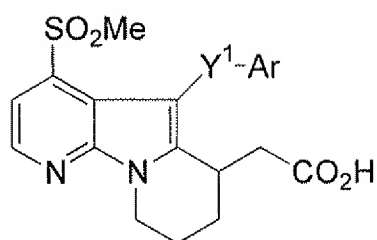
20. (Currently Amended) A compound of Claim 1 selected from:



X^1	X^2	X^3	X^4	Ar	Y^1	m
N	CH	CH	$C(SO_2CH_3)$	4-Cl-Ph	S	2
N	CH	CH	$C(SCH_3)$	4-Cl-Ph	S	2
N	CH	CH	$C(SO_2CH_3)$	3,4-diCl-Ph	S	2
N	CH	CH	$C(SO_2CH_3)$	4-Br-Ph	S	2
CH	CH	N	$C(SO_2CH_3)$	3,4-diCl-Ph	S	1
CH	CH	N	$C(SO_2CH_3)$	3,4-diCl-Ph	S	2
N	CH	CH	$C(SO_2CH_3)$	4-CF ₃ -Ph	S	2
N	CH	CH	$C(SO_2CH_3)$	2-Cl-4-F-Ph	S	2
N	CH	CH	$C(SO_2CH_3)$	2-naphthyl	S	2

X1	X2	X3	X4	Ar	Y1	m
N	CH	CH	C(SO ₂ CH ₃)	2,3-diCl-Ph	S	2
N	CH	CH	C(SO ₂ CH ₃)	4-CH ₃ -Ph	S	2
N	CH	CH	C(SO ₂ CH ₃)	Ph	S	2
N	CH	CH	C(SO ₂ CH ₃)	2,4-diCl-Ph	S	2
CH	N	CH	C(SO ₂ CH ₃)	4-Cl-Ph	S	2
CH	CH	N	C(SO ₂ CH ₃)	4-Cl-Ph	S	2
N	C(CH ₃)	CH	C(SO ₂ CH ₃)	4-Cl-Ph	S	2
N	CH	C(CH ₃)	C(SO ₂ CH ₃)	4-Cl-Ph	S	2
CH	C(CH ₃)	N	C(SO ₂ CH ₃)	4-Cl-Ph	S	2
C(CH ₃)	CH	N	C(SO ₂ CH ₃)	4-Cl-Ph	S	2
N	CH	CH	C(CH(CH ₃) ₂)	4-F-Ph	S	2
N	CH	CH	C(CH(CH ₃) ₂)	4-Cl-Ph	S	2
N	CH	CH	C(CH(CH ₃) ₂)	2,4-diCl-Ph	S	2
N	CH	CH	C(CH(CH ₃) ₂)	4-Br-Ph	S	2
N	CH	CH	C(CH(CH ₃) ₂)	2-Cl-4-F-Ph	S	2
N	CH	CH	C(CH(CH ₃) ₂)	3,4-diCl-Ph	S	2
CH	CH	N	C(CH(CH ₃) ₂)	4-F-Ph	S	2
CH	CH	N	C(CH(CH ₃) ₂)	4-Cl-Ph	S	2
CH	CH	N	C(CH(CH ₃) ₂)	2,4-diCl-Ph	S	2
CH	CH	N	C(CH(CH ₃) ₂)	4-Br-Ph	S	2
CH	CH	N	C(CH(CH ₃) ₂)	2-Cl-4-F-Ph	S	2
CH	CH	N	C(CH(CH ₃) ₂)	3,4-diCl-Ph	S	2
CH	CH	N	C(CH(CH ₃) ₂)	4-F-Ph	S	1
CH	CH	N	C(CH(CH ₃) ₂)	4-Cl-Ph	S	1
CH	CH	N	C(CH(CH ₃) ₂)	2,4-diCl-Ph	S	1
CH	CH	N	C(CH(CH ₃) ₂)	4-Br-Ph	S	1
CH	CH	N	C(CH(CH ₃) ₂)	2-Cl-4-F-Ph	S	1
CH	CH	N	C(CH(CH ₃) ₂)	3,4-diCl-Ph	S	1
CH	N	CH	C(CH(CH ₃) ₂)	4-F-Ph	S	1
CH	N	CH	C(CH(CH ₃) ₂)	4-Cl-Ph	S	1
CH	N	CH	C(CH(CH ₃) ₂)	2,4-diCl-Ph	S	1
CH	N	CH	C(CH(CH ₃) ₂)	4-Br-Ph	S	1
CH	N	CH	C(CH(CH ₃) ₂)	2-Cl-4-F-Ph	S	1

X1	X2	X3	X4	Ar	Y1	m
CH	N	CH	C(CH(CH ₃) ₂)	3,4-diCl-Ph	S	1
CH	N	CH	C(CH(CH ₃) ₂)	4-F-Ph	S	2
CH	N	CH	C(CH(CH ₃) ₂)	4-Cl-Ph	S	2
CH	N	CH	C(CH(CH ₃) ₂)	2,4-diCl-Ph	S	2
CH	N	CH	C(CH(CH ₃) ₂)	4-Br-Ph	S	2
CH	N	CH	C(CH(CH ₃) ₂)	2-Cl-4-F-Ph	S	2
CH	N	CH	C(CH(CH ₃) ₂)	3,4-diCl-Ph	S	2
N	CH	CH	C(CH(OCH ₃)(CH ₂ CH ₃))	4-Cl-Ph	S	2
N	CH	CH	C(CH(OCH ₃)(CH ₂ CH ₃))	4-Cl-Ph	S	1
CH	N	CH	C(CH(OCH ₃)(CH ₂ CH ₃))	4-Cl-Ph	S	1
CH	N	CH	C(CH(OCH ₃)(CH ₂ CH ₃))	4-Cl-Ph	S	2
CH	CH	N	C(CH(OCH ₃)(CH ₂ CH ₃))	4-Cl-Ph	S	2
CH	CH	N	C(CH(OCH ₃)(CH ₂ CH ₃))	4-Cl-Ph	S	1
N	CH	CH	C(C(CH ₃) ₃)	4-Cl-Ph	S	2
N	CH	CH	C(C(CH ₃) ₃)	3,4-diCl-Ph	S	2
N	CH	CH	C(C(CH ₃) ₃)	4-Br-Ph	S	2
N	CH	CH	C(C(CH ₃) ₃)	4-CF ₃ -Ph	S	2
N	CH	CH	C(C(CH ₃) ₃)	2-Cl-4-F-Ph	S	2
N	CH	CH	C(C(CH ₃) ₃)	2-naphthyl	S	2
N	CH	CH	C(C(CH ₃) ₃)	2,3-diCl-Ph	S	2
N	CH	CH	C(C(CH ₃) ₃)	4-CH ₃ -Ph	S	2
N	CH	CH	C(C(CH ₃) ₃)	Ph	S	2
N	CH	CH	C(C(CH ₃) ₃)	2,4-diCl-Ph	S	2



Ar	Y ¹
5-tetrazolyl	S
2-pyrrolyl	S
1,2,4-triazol-3-yl	S
1,2,3-triazol-4-yl	S
5-imidazolyl	S
4-pyrazolyl	S
5-pyrazolyl	S
(1H,4H)-5-oxo-1,2,4-triazol-3-yl	S
4-isothiazolyl	S
1,2,5-thiadiazol-5-yl	S
1,2,5-oxadiazol-5-yl	S
3-furanyl	S
1,2,3-thiadiazol-4-yl	S
1,2,3-oxadiazol-4-yl	S
4-isoxazolyl	S
3-thienyl	S
4-oxazolyl	S
4-thiazolyl	S
(5H)-2-oxo-5-furanyl	S
(5H)-2-oxo-4-furanyl	S
1,2,4-oxadiazol-5-yl	S
3-pyridyl	S
2-pyrazinyl	S
5-pyrimidinyl	S
2-indolyl	S
2-benzothieryl	S
2-benzofuranyl	S

Ar	Y1
4-oxo-benzopyran-2-yl	S
2-quinolinyl	S
2-benzimidazolyl	S
2-benzoxazolyl	S
2-benzothiazolyl	S
1-benzotriazolyl	CH ₂ S
thieno[2,3-b]pyridin-2-yl	S

21. (Original) A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

22. (Canceled)

23. (Canceled)

24. (Canceled)

25. (Canceled)

26. (Canceled)

27. (Canceled)

28. (Canceled)

29. (Canceled)

30. (Canceled)